

## EXHIBIT T

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF CONNECTICUT

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BENJAMIN ROBERTS : No. 3:12CV-1222 (SRU)  
vs. : 915 Lafayette Boulevard  
: Bridgeport, Connecticut  
: :  
: March 12, 2013  
TRIPLANET PARTNERS LLC, ET AL :  
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## PREJUDGMENT REMEDY HEARING

BEFORE:

THE HONORABLE STEFAN R. UNDERHILL, U. S. D. J.

APPEA RANCES:

FOR THE PLAINTIFF:

O'ROURKE & ASSOCIATES  
27 Pine Street  
New Canaan, Connecticut 06840  
BY: BRENDAN JOHN O'ROURKE, ESQ.  
LOREY RIVES LEDDY, ESQ.

FOR THE DEFENDANT:

STAMELL & SCHAGER, LLP  
One Liberty Plaza, 35th FL  
New York, New York 10006  
BY: JARED B. STAMELL, ESQ.

Susan E. Catucci, RMR  
Official Court Reporter  
915 Lafayette Boulevard  
Bridgeport, Connecticut 06604  
Tel: (917) 703-0761

1                   MR. STAMELL: Let's go, let's try it.

2                   THE COURT: Mr. Roberts' wife can come in if  
3                   she's not going to be a witness.

4                   S O P H I E N           B E N N A C E U R,           called as a  
5                   witness on behalf of the Defendants, having been duly  
6                   sworn by the Court, testified as follows:

7                   THE COURT: Please state your full name and tell  
8                   us what city you live in?

9                   THE WITNESS: Sophien Bennaceur, New York City.

10                  MR. STAMELL: Talks faster than I do.

11                  DIRECT EXAMINATION

12                  BY MR. STAMELL:

13                  Q. Mr. Bennaceur, would you, you've heard Mr. Roberts'  
14                  testimony about, before there was a dispute, as treating  
15                  him like family; is that your view?

16                  A. Yes.

17                  Q. All right. And did you think that the relationship  
18                  with him could have been a long one?

19                  A. Could it --

20                  Q. Could have been a long relationship?

21                  A. Yes, absolutely.

22                  Q. Now, there's a dispute and let me show you and ask  
23                  you what is, what are Exhibit A and Exhibit B exhibits?

24                  A. A and B is, are presentation of we have an accounting  
25                  system that the bookkeepers input all sorts of data in it

1 and they did a dump on Excel for presentation purposes,  
2 for presentation purposes. So they represent a high level  
3 P&L analysis of the company performance during 2010, 2011.

4 Q. So these are statements that are from the books and  
5 records of TriPlanet?

6 A. Correct.

7 Q. Now, let me ask you: Are there any other financial  
8 statements that have been or are being prepared that would  
9 be relevant to the dispute over whether Mr. Roberts was  
10 paid the amount he should have should have been paid?

11 A. These are what we have today and we have KPNG just  
12 starting to go through 2009, '10, '11 and '12 audits in  
13 order to produce certified statements.

14 Q. And how long will it take KPNG to do its work?

15 A. They promised to have it by May 30th.

16 Q. Okay. If they promised to have it by May 30th, when  
17 do you really think they'll have it?

18 A. I believe they'll probably have it mid June.

19 Q. Now, in the meantime, these are, these statements are  
20 made from the books and records of the company?

21 A. That is correct.

22 Q. And in accordance with the practices of the company,  
23 preparing such statements?

24 A. Correct.

25 MR. STAMELL: Your Honor, we offer A and B into

1 that they didn't pay in order to finance the growth of the  
2 company. There were a lot of things that came up that  
3 were not --

4 Q. So --

5 A. -- in the picture.

6 Q. -- you hadn't done that analysis until sometime in  
7 the middle of 2012, when the RBS contract ended?

8 A. We, we started the overall analysis late in 2011 by  
9 going through data entry on the sage system (ph) which is  
10 our accounting and finance system. This will hold all of  
11 our records. And then when RBS fired us, we had to go  
12 back and return monies to RBS.

13 Q. When you say "we," who's we?

14 A. The company.

15 Q. Well, who is "we" --

16 A. The company was fired by RBS.

17 Q. When you talk about people doing this analysis at  
18 TriPlanet --

19 A. We have, we had an accounting and admin team in  
20 London doing all the bookkeeping.

21 Q. Were either of your brothers involved in that?

22 A. The bulk of the work was done by admin team. Only  
23 one was involved but from a high level perspective.

24 Q. Which brother?

25 A. Hazem.

1 Q. So Imed had no --

2 A. Nope.

3 Q. -- involvement in trying to reconcile the numbers?

4 A. No. He was a billable partner. He was at the  
5 client.

6 Q. Now, sir, would you acknowledge that you stated that  
7 you don't own an interest in TriPlanet?

8 A. I do not own interest in TriPlanet.

9 Q. In the numbers that your attorney presented in the  
10 exhibit that was offered and entered into evidence,  
11 there's a reference to some 5 million pounds in  
12 compensation having been paid you from TriPlanet, is that  
13 correct?

14 A. I understand, yes.

15 Q. And that 5 million pounds, your counsel had asked you  
16 a question about conversion, what would that convert to in  
17 U. S. dollars?

18 A. I don't know where it stands today.

19 Q. Okay.

20 A. I don't know if it's 1.5 or -- I don't know what the  
21 conversion rate is today, but I will go with whatever the  
22 market is today.

23 Q. Now, in terms of the monies that were paid to you,  
24 did you seek to get Mr. Roberts' consent or ratification  
25 on monies that were paid out of TriPlanet to you?

1 A. I have a standing agreement with TriPlanet -- by the  
2 way, TriPlanet Partners started in 2003, and all of us  
3 worked all this time without any compensation to build up  
4 this company and saved money in order to save enough money  
5 to make, to get this company to grow and prepare ourselves  
6 for RBS.

7 Q. Who was the first contract that TriPlanet Partners  
8 entered into for services with outside entities?

9 A. Oh, it goes to 2003, 2004.

10 Q. What was the name of the entity?

11 A. TriPlanet Partners.

12 Q. And who was the first client?

13 A. Oh, the client.

14 Q. Yes.

15 A. One was Alliance, one was First Assets, and it was  
16 Fresh Direct. And I forgot the other client, another  
17 client. Then Barclays Capital, and then RBS.

18 Q. Now, in terms of your revenues for 2010, from your  
19 numbers, do you have your -- those documents in front of  
20 you?

21 MR. STAMELL: I'll give them to him.

22 (Hands witness.)

23 A. Yep.

24 Q. Am I reading this will correctly that was it  
25 1.6 million pounds that are reflected as revenues for

1 THE WITNESS: Good seeing you again, Your Honor.

2 THE COURT: Well, if you guys don't settle this,  
3 you'll see a lot of me.

4 (Laughter)

5 DIRECT EXAMINATION

6 BY MR. STAMELL:

7 Q. Okay. So, Mr. Bennaceur, did I get your last name  
8 correct? Finally. All right.

9 What -- is there a written arrangement on which you  
10 were entitled to be paid by TriPlanet?

11 A. We entered an agreement in 2003, Imed was the initial  
12 partner who put the money up. He said let's put in money  
13 and he wanted to create his own consulting firm while he  
14 was employed by a different company. And we agreed that,  
15 all of us, we would have an agreement with the firm, how  
16 much we would make per year.

17 And I'm going to get to answer your question also,  
18 Your Honor, 1099 versus W-2, it's compensation really,  
19 it's not called a salary. And that if I were to bring a  
20 big deal like this one, I'm entitled to 15 percent of  
21 revenue. However, from a distribution perspective, since  
22 we're start up and we have zero debt and we owe no one any  
23 money, by the way, everybody that worked for us is paid  
24 up, we owe no one money at all. And we didn't take any  
25 loans from banks. It's all self financed. And in order

1 to do that, we did not pay ourselves the money when we  
2 needed the cash to finance the growth. When we had an  
3 opportunity to do that, then we made it, then we took  
4 money out to pay ourselves.

5 Q. And now is the arrangement for payment, is that  
6 documented in the records of the company?

7 A. We have, every single one of has an agreement with  
8 TriPlanet, and I would be happy to provide it to  
9 everybody.

10 Q. Why don't you have it here today?

11 A. Because literally our office in London, we shut it  
12 down in December 2012 because we were carrying heavy costs  
13 and we lost our client. We had to pack up everything, put  
14 it in freight and move it all to the opt center where it's  
15 cheaper to maintain and cheaper to have resources to  
16 Tunisia which has been there since 2005. So we sent  
17 everything there.

18 We have all the records literally now in customs  
19 about to be delivered to our offices. All of our  
20 employment agreements, all of our bills. The sage  
21 financial accounting system, all of the customer invoices,  
22 all the customer contracts, all the IR's which is the  
23 statement of worth. And we would have it available within  
24 a few days. The employment agreements will be available  
25 within a few days and I can send you all the agreements.

1 MR. STAMELL: I have no further questions, Your  
2 Honor.

3 MR. O'ROURKE: I don't have any further  
4 questions, Your Honor.

5 THE COURT: So how did you declare the 5.5?

6 THE WITNESS: It's 15 percent of the total  
7 revenue.

8 THE COURT: On your tax returns?

9 THE WITNESS: It's a 1099.

10 THE COURT: Okay. The full amount is a 1099?

11 THE WITNESS: Yes. It's a 1099 because I didn't  
12 have a capital investment where some of it can be treated  
13 as deferred compensation, where some of it will be  
14 investment and retain some of it and keep it in the  
15 company in order to grow the company or decide to add more  
16 investments into the company. But it's treated as a 1099,  
17 not as a W-2.

18 There's no biweekly or monthly equal payments  
19 per se, because if we did that we were never going to be  
20 able to finance the growth.

21 THE COURT: I get that, but at the end of the  
22 year the firm's accountants or the firm itself had to send  
23 you something to declare for your income.

24 THE WITNESS: 1099.

25 THE COURT: You got a 1099 for this.

1 sense to try to do that, you know, as soon as possible but  
2 it's still going to take I think at least a couple months  
3 from what we heard, plus we heard Mr. Bennaceur say there  
4 are documents he doesn't have access to which I think are  
5 going to probably tie into this analysis.

6 So that's our position, although again it  
7 doesn't, I hope the Court wouldn't construe to that mean  
8 there's any less earnestness in seeking the order we've  
9 applied for today.

10 MR. STAMELL: And of course, I mean for our own  
11 benefit we have undertaken to provide accountants, an  
12 independent accountant, although I understand Your Honor  
13 questions that independence but with work papers so that  
14 an independent accountant could review them and guide the  
15 parties and deal with the questions of is there evidence  
16 that these things that actually, the cash was paid, was  
17 paid under the circumstances of the company, hopefully the  
18 auditor could get right back doing an audit.

19 As far as mediation, of course, a mediation  
20 would is an excellent idea. So far I have Your Honor's  
21 very reasonable self as an example, and I would, but I  
22 would think that what this is is a case that should not  
23 get out of hand. If we can keep it in, let's look at what  
24 the sums are and see if we can come to an agreement, even  
25 though I am sure that you can, as lawyers can always find

1 how items are categorized and argue about whether it's  
2 correct, at least we should get the amounts in the right  
3 category so we know what they are and I think that will  
4 simplify the case tremendously. And this is a case that  
5 should be resolved between people that, because the  
6 business did not continue and only because of that, there  
7 is a question of compensation. That's the only reason why  
8 we're here. If things had gone a little bit better and  
9 RBS had continued the contract and gotten another one,  
10 they wouldn't be here, they would probably be landing  
11 their jets at Bridgeport because of the success of the  
12 effort.

13                   But that still doesn't mean that the effort  
14 wasn't worth taking and that complaints of partners and  
15 executives involved shouldn't be met, and that's what  
16 we're trying to do.

17                   THE COURT: Okay. Well, I think I've encouraged  
18 you about as much as I can encourage you and we'll pick it  
19 up. I would just urge you to start exchanging whatever  
20 documentation is available to both sides so people can  
21 keep evaluating the case as you go. When these documents  
22 are released from custodies, they are going to be subject  
23 to discovery, you might as well just make an extra set.

24                   MR. BENNACEUR: We will release them, Your  
25 Honor.

C E R T I F I C A T E

I, Susan E. Catucci, RMR, Official Court Reporter for the United States District Court for the District of Connecticut, do hereby certify that the foregoing pages are a true and accurate transcription of my shorthand notes taken in the aforementioned matter to the best of my skill and ability.

/S/ Susan E. Catucci

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